



BellSouth Telecommunications, Inc.
Suite 2101
333 Commerce Street
Nashville, Tennessee 37201-3300

615 214-6301
Fax 615 214-7406

REC'D TN
REGULATORY AUTH.

'99 JUN 10 PM 4 05

June 10, 1999
EXECUTIVE SECRETARY

Guy M. Hicks
General Counsel

Mr. David Waddell
Executive Secretary
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243-0505

Re: Approval of the Amendment to the Resale Agreement Negotiated by BellSouth Telecommunications, Inc. and U.S. Dial Tone, Inc. Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996.
Docket No. ~~98-00841~~

Dear Mr. Waddell:

99-00411

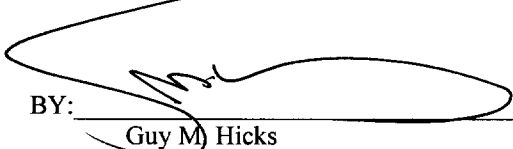
Pursuant to Section 252(e) of the Telecommunications Act of 1996, U.S. Dial Tone, Inc. and BellSouth Telecommunications, Inc. are hereby submitting to the Tennessee Regulatory Authority the original and thirteen copies of the attached Petition for Approval of the Amendment to the Resale Agreement dated August 1, 1997. The Amendment modifies the Operational Support Systems (OSS) Rates Table in Exhibit A of the Resale Agreement.

Sincerely yours,

U.S. DIAL TONE, INC.

BELLSOUTH TELECOMMUNICATIONS, INC.

BY: _____
Robert T. Mahler, Jr.
23705 I.H. 10 West
Suite 210
San Antonio, TX 78257

BY: 
Guy M. Hicks
333 Commerce Street
Suite 2101
Nashville, TN 37201-3300



BellSouth Telecommunications, Inc. 615 214-8301
 Suite 2101 Fax 615 214-7406
 333 Commerce Street
 Nashville, Tennessee 37201-3300

Guy M. Hicks
 General Counsel

June 10, 1999

Mr. David Waddell
 Executive Secretary
 Tennessee Regulatory Authority
 460 James Robertson Parkway
 Nashville, Tennessee 37243-0505

Re: Approval of the Amendment to the Resale Agreement Negotiated by BellSouth Telecommunications, Inc. and U.S. Dial Tone, Inc. Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996.
 Docket No. 98-00841

Dear Mr. Waddell:

Pursuant to Section 252(e) of the Telecommunications Act of 1996, U.S. Dial Tone, Inc. and BellSouth Telecommunications, Inc. are hereby submitting to the Tennessee Regulatory Authority the original and thirteen copies of the attached Petition for Approval of the Amendment to the Resale Agreement dated August 1, 1997. The Amendment modifies the Operational Support Systems (OSS) Rates Table in Exhibit A of the Resale Agreement.

Sincerely yours,

BELLSOUTH TELECOMMUNICATIONS, INC.

U.S. DIAL TONE, INC.

BY: 

Robert T. Mahler, Jr.
 23705 I.H. 10 West
 Suite 210
 San Antonio, TX 78257

BY: _____

Guy M. Hicks
 333 Commerce Street
 Suite 2101
 Nashville, TN 37201-3300

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, Tennessee

REC'D TN
REGULATORY AUTH.

In re: *Approval of Amendment to the Resale Agreement Negotiated by BellSouth Telecommunications, Inc. and U.S. Dial Tone, Inc. Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996*

Docket No. ~~98-00841~~

99-00467
OFFICE OF THE
EXECUTIVE SECRETARY

**PETITION FOR APPROVAL OF AMENDMENT TO THE RESALE AGREEMENT
NEGOTIATED BETWEEN BELL SOUTH TELECOMMUNICATIONS, INC.
AND U.S. DIAL TONE, INC.
PURSUANT TO THE TELECOMMUNICATIONS ACT OF 1996**

COME NOW, U.S. Dial Tone, Inc. ("U.S. Dial Tone") and BellSouth Telecommunications, Inc., ("BellSouth"), and file this request for approval of the Amendment to the Resale Agreement dated August 1, 1997 (the "Amendment") negotiated between the two companies pursuant to Sections 251 and 252 of the Telecommunications Act of 1996, (the "Act"). In support of their request, U.S. Dial Tone and BellSouth state the following:

1. U.S. Dial Tone and BellSouth have successfully negotiated an agreement providing for the resale of BellSouth's telecommunications services to U.S. Dial Tone. The Resale Agreement was approved by the Tennessee Regulatory Authority ("TRA") on November 4, 1997.
2. The parties have also recently negotiated an amendment to the Resale Agreement modifying the Operational Support Systems (OSS) Rates Table in Exhibit A of the Resale Agreement. A copy of the Amendment is attached hereto and incorporated herein by reference.
3. Pursuant to Section 252(e) of the Telecommunications Act of 1996, U.S. Dial Tone and BellSouth are submitting their Amendment to the TRA for its consideration and approval.
4. In accordance with Section 252(e) of the Act, the TRA is charged with approving or rejecting the negotiated Amendment between U.S. Dial Tone and BellSouth within 90 days of its submission. The Act provides that the TRA may only reject such an agreement if it finds that the agreement or any portion of the agreement discriminates against a telecommunications carrier

not a party to the agreement or the implementation of the agreement or any portion of the agreement is not consistent with the public interest, convenience and necessity.

5. U.S. Dial Tone and BellSouth aver that the Amendment is consistent with the standards for approval.

6. Pursuant to Section 252(i) of the Act, BellSouth shall make the Agreement available upon the same terms and conditions contained therein.

U.S. Dial Tone and BellSouth respectfully request that the TRA approve the Amendment negotiated between the parties.

This 10th day of June, 1999.

Respectfully submitted,

BELLSOUTH TELECOMMUNICATIONS, INC.

By: 

Guy M. Hicks
333 Commerce Street
Suite 2101
Nashville, TN 37201-3300
615/214-6301
Attorney for BellSouth

U.S. DIAL TONE, INC.

By: _____

Robert T. Mahler, Jr.
23705 I.H. 10 West
Suite 210
San Antonio, TX 78257
210/698-8484

not a party to the agreement or the implementation of the agreement or any portion of the agreement is not consistent with the public interest, convenience and necessity.

5. U.S. Dial Tone and BellSouth aver that the Amendment is consistent with the standards for approval.

6. Pursuant to Section 252(i) of the Act, BellSouth shall make the Agreement available upon the same terms and conditions contained therein.

U.S. Dial Tone and BellSouth respectfully request that the TRA approve the Amendment negotiated between the parties.

This 10th day of June, 1999.

Respectfully submitted,

BELLSOUTH TELECOMMUNICATIONS, INC.

By: _____

Guy M. Hicks
333 Commerce Street
Suite 2101
Nashville, TN 37201-3300
615/214-6301
Attorney for BellSouth

U.S. DIAL TONE, INC.

By: _____

Robert T. Mahler, Jr.
23705 I.H. 10 West
Suite 210
San Antonio, TX 78257
210/698-8484

**Amendment to Resale Agreement
by and between BellSouth Telecommunications, Inc.
and U.S. Dial Tone, Inc.
dated August 1, 1997**

This Agreement refers to the Resale Agreement ("the Agreement") entered into by U.S. Dial Tone, Inc. ("USDT") and BellSouth Telecommunications, Inc. ("BellSouth") on August 1, 1997. This Amendment ("Amendment") is made by and between USDT and BellSouth and shall be deemed effective on the date executed by USDT and BellSouth.

NOW THEREFORE, in consideration of the mutual provisions contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, USDT and BellSouth (individually, a "Party" and collectively, the "Parties") hereby covenant and agree as follows:

1. BellSouth and USDT are entering into this Agreement for the purpose of deleting the table of Operational Support System (OSS) Rates contained in Exhibit A of their existing Agreement in its entirety and replacing it with the new OSS rates as follows:

OPERATIONAL SUPPORT SYSTEMS (OSS) RATES	Electronic Per LSR received from the CLEC by one of the OSS interactive interfaces	Manual Per LSR received from the CLEC by means other than one of the OSS interactive interfaces
OSS Order Charge	\$3.50	\$19.99

Footnote (1): In addition to OSS charges, applicable discounted service order and related charges apply per the tariff.

2. The Parties agree that USDT will incur the mechanized rate for all LSRs, both mechanized and manual, if the percentage of mechanized LSRs to total LSRs exceeds the threshold percentages shown below:

Year	Ratio: Mechanized/Total LSRs
1999	70%
2000	80%
2001	90%

The threshold plan will be discontinued in 2002.

3. The Parties agree that the threshold plan described in Paragraph 2 above may be superceded by an LSR specific process that would apply the mechanized LSR rate to only those manual LSRs, which cannot be submitted over a mechanized system.

4. The Parties agree that all other provisions of the Agreement, dated August 1, 1997, shall remain in full force and effect.

5. The Parties further agree that either or both of the Parties is authorized to submit this Amendment to the Public Service Commission or other regulatory body having jurisdiction over the subject matter of this Amendment, for approval subject to Section 252(e) of the federal Telecommunications Act of 1996.

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be executed by their respective duly authorized representatives on the date indicated below.

BellSouth Telecommunications, Inc.

Signature

Jerry D. Hendrix
Name

Director - Interconnection Services
Title

3/31/99
Date

U.S. Dial Tone, Inc.

Signature

ROBERT T. MAHLER
Name

PRESIDENT
Title

3/23/99
Date